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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 28, 1999

JOINT PETITION OF

HYPERION TELECOMMUNICATIONS OF CASE NO. PUA990002
VIRGINIA, INC., CONTINENTAL
TELECOMMUNICATIONS CORP. OF VIRGINIA,
AND MEDIAONE OF VIRGINIA

For approval to merge into
and transfer assets, including
Partnership Interests, to Hyperion
Communications of Virginia, LLC

ORDER FOR NOTICE AND COMMENTS AND REQUESTS FOR HEARING

On January 25, 1999, Hyperion Telecommunications of Virginia, Inc., ("Hyperion") Continental Telecommunications Corp. of Virginia ("Continental") and MediaOne of Virginia ("MediaOne") (collectively, "Petitioners") completed their filing of a petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in a proforma transfer of assets to, and merger into Hyperion Communications of Virginia, LLC ("Hyperion Virginia"). Pursuant to § 56-88.1, the Commission has sixty days in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional 120 days.

NOW THE COMMISSION, upon consideration of the above referenced application, is of the opinion that public notice

should be given and that the Commission Staff should evaluate the application.

(1) The Petitioners shall promptly make a copy of their petition and supporting material available to the public, who may obtain a copy of the petition, at no charge, by requesting it in writing from Hyperion's counsel at the address detailed below.

(2) Any interested person wishing to comment on the petition shall, on or before March 8, 1999, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA990002.

(3) On or before March 8, 1999, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA990002. Any request for hearing shall detail reasons why such issues can not be adequately addressed in written comments.

(4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Dana Frix, Esquire, and Kemal M. Hawa, Esquire, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116.

(5) The Commission Staff shall review the petition and shall file, on or before March 19, 1999, the results of its investigation.

(6) On or before February 25, 1999, the Petitioners shall publish the following notice as classified advertising in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF HYPERION
TELECOMMUNICATIONS OF VIRGINIA, INC.,
CONTINENTAL TELECOMMUNICATIONS CORP. OF
VIRGINIA AND MEDIAONE OF VIRGINIA FOR
APPROVAL TO MERGE INTO, AND TRANSFER ASSETS,
INCLUDING PARTNERSHIP INTERESTS, TO HYPERION
TELECOMMUNICATIONS OF VIRGINIA, LLC
CASE NO. PUA990002

On January 25, 1999, Hyperion Telecommunications of Virginia, Inc., ("Hyperion") Continental Telecommunications Corp. of Virginia ("Continental") and MediaOne of Virginia ("MediaOne") (collectively, "Petitioners") completed their filing of a petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in a proforma transfer of assets to, and merger into Hyperion Communications of Virginia, LLC ("Hyperion Virginia").

A copy of the above referenced petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the petition, at no charge, by requesting a copy in writing from Petitioners' counsel at the address noted below.

Comments on this petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before March 8, 1999. Requests for hearing also must be received by the Clerk on or before March 8, 1999, and shall provide an explanation of why a hearing is necessary and why such issues can not be adequately addressed in written comments.

All correspondence should refer to Case No. PUA990002. A copy of the comments or requests for hearing must also be sent to counsel as follows: Dana Frix, Esquire, and Kemal M. Hawa, Esquire, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, N.W., Suite 300, Washington, D.C. 20007-5116.

If no requests for hearing are received, a formal hearing with oral testimony may not be held.

(7) The Petitioners forthwith shall serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or town or equivalent officials in counties, towns and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(8) On or before March 1, 1999, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (6) and (7).